SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION



SEC U	se Only
Prefix	Serial
DATE R	ECEIVED

Name of Offering (check if this Tenant in Common Interests		_		-	S11,300,000 Off	fering
Filing Under (Check box(es) that appropriate Type of Filing: New Filing	ply): Rule 504 Amendment	☐ Rule 50	5 🛭 Rul	le 506	Section 4(6)	ULOE
	A. BASIC IDE	ENTIFICAT	ON DATA			
1. Enter the information requester	d about the issuer					EIVED CO
	is an amendment and name		nd indicate ch	ange.)	Will S	7 2005
Address of Executive Offices 709 E. Colorado Boulevard, S	(Number of Street, City, S Suite 110, Pasadena, C				ne number includ	ing area code 198 /S/
Address of Principal Business Opera (if different from Executive Offices)	tions (Number and Street, (City, State, Zip	Code)	Telepho	ne number (includ	ing area code)
Brief Description of Business Ownership of University Height in common interests in such pro		ments located	in College S	tation, To	exas, and offer a	nd sell tenant
Type of Business Organization corporation business trust	☐ limited partnership, a			☐ othe	er (please specify):	PROCESS
		Month	Year			
Actual or Estimated Date of Incorpo	ration or Organization:	0 5	05	Actual	☐ Estimated	THOMPON
Jurisdiction of Incorporation or Orga	<u>-</u>			- ion for Stat	te:	THOMSON FINANCIAI
	CN for Canada;				DE	
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making a 230.501, et seq., or 15 U.S.C. 77d(6). When To File: A notice must be filed U.S. Securities and Exchange Comm received at that address after the da address. Where To File: U.S. Securities and H. Copies Required: Five (5) copies of the signed must be photocopies of the m Information Required: A new filing offering, any changes thereto, the in Parts A and B. Part E and the Appe Filing Fee: There is no federal filing State: This notice shall be used to indicate that have adopted ULOE and that h Administrator in each state where s claim for the exemption, a fee in the accordance with state law. The App	I no later than 15 days after hission (SEC) on the earlier of the on which it is due, on the Exchange Commission, 450 lens notice must be filed with anually signed copy or bear must contain all information formation requested in Particular need not be filed with fee. reliance on the Uniform Linave adopted this form. Issuales are to be, or have been proper amount shall accomendix to the notice constitute.	the first sale of of the date it is a date it was made it was made it was made it was made. If a state pany this form.	received by the iled by United W., Washington f which must be disignatures. mendments neeterial changes Exemption (UL) JLOE must file requires the parties and motice and mendments and motice and mendments are security.	he offering e SEC at the States regular, D.C. 200 he manually ed only repfrom the in OE) for sale a separate payment of hall be filed ust be comp	A notice is deemed address given be istered or certified 549. The state of the sta	ed filed with the elow or, if mail to that es not manually e issuer and saly supplied in those states ecurities lition to the e states in
failure to file the appropriate						
such exemption is predicated						
Potential persons who are to r				form		

are not required to respond unless the form displays a currently valid **OMB** control number. SEC 1972(6-02)

A. BASIC IDENTIFICATION DATA

2.	Enter the information	requested for the	e following:			
	 Each beneficial or securities of the i Each executive of and 	wner having the passuer; fficer and director	power to vote or dispose,		sition of, 10% or	more of a class of equity
<u></u>						
Che	eck Box(es) that Apply:	☑ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
	l Name (Last name firs ke V. McCarthy	t, if individual)				
			nd Street, City, State, Zip 110, Pasadena, Calif			
Che	eck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
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			nd Street, City, State, Zip 2 Industrial Bouleva	Code) rd, Suite B-2, Victor	ville, Califor	nia 92392
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	Maplewood Drive, Suite 2, Lewisburg, PA 17837											
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Sorge, Kenneth Philip Business or Residence Address (Number and Street, City, State, Zip Code) 5221 Monona Drive, Monona, WI 53716 Name of Associated Broker or Dealer Pavek Investments States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). ☐ All States [HI] [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [UT] [VT] [VA] [WA] [WV] [WI]XX [WY] [TN] [TX] [PR] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)..... ☐ All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL][MO] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NV] [NH] [ND] [OK] [PA] [NE] [NJ] [NM] [NY] [NC] [OH] [OR] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed has Solicited or Intends to Solicit Purchasers ☐ All States (Check "All States" or check individual States)..... [AL] [AZ] [CO] [DE] [HI] [ID] [AK] [AR] [CA] [CT] [DC] [FL] [GA] [IL] [LA] [MO] [IN] [IA] [KS] [KY] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NC] [ND] [NE] [NV] [NH] [NJ] [NM] [NY] [OH] [OK] [OR] [PA] [WA] [WV] [RI] [SC] [SD] [TX] [UT] [VT] [VA] [WI] [WY] [PR] [TN]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

rull Name (Last name first, if individual)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES, AND USE OF PROCEEDS

	Type of Security		gregate ing Pric	e	Amo	ount Already Sold
	Debt.	\$	0		\$	0
	Equity	\$	0		\$	0
		\$	0		\$	0
		\$ \$	0		\$	0
	•				-	
		\$				0,674,386
	Total	\$	11,3	<u>00,000</u>	ֆ <u>։</u>	0,674,386
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."	•			Αε	gregate
		_	ımber estors		Doll	ar Amount Purchases
	Accredited Investors.		21		\$ <u> </u> £	,674,386
	Non-accredited Investors.		00		\$	0
	Total (for filings under Rule 504 only)				\$	
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	_			.	
	Type of Offering		e of urity		Doll	ar Amount Sold
	Rule 505				\$	
	Regulation A		_		\$	
	Rule 504				\$	
	Total				\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of this offering. Exclude amounts relating solely to organization expenses of the issuer. The given as subject to future contingencies. If the amount of an expenditures is not known, and check the box to the left of the estimate.	e info	rmation	may be	,	
	Transfer Agent's Fees.				\$	(
	Printing and Engraving Costs			\boxtimes	\$_	5,000
	Legal Fees			\boxtimes	\$_	40,000
	Accounting Fees.			\boxtimes	\$. 40,000
	Engineering Fees				\$_	(
	Sales Commission (specify finders' fees separately)			\boxtimes	\$	791,000
	Other Expenses (due diligence fees, marketing expenses and miscellaneous offering	exper	ises)	🛛	\$	482,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES, AND USE OF PROCEEDS

	b.	Enter the difference between and total expenses furnished gross proceeds to the issuer."					\$:	9,932,000	
5.	eac che	icate below the amount of the a h of the purposes shown. If the ck the box to the left of the esti ceeds to the issuer set forth in	amount for any purpose is no nate. The total of payments	ot known, furnish an esti listed must equal the ad	imate	e and			
	pro-	ceeds to the source set form in a	,	i.b. above.		Off Direc	nents to icers, ctors & iates		yments To Others
	Sala	aries and fees				\$	0	□ \$	<u> </u>
	Pur	chase of real estate				\$	0	⊠ \$	8,680,000
	Pur	chase, rental, or leasing and in	tallation of machinery and e	quipment		\$	0	□ \$	<u> </u>
	Cor	nstruction or leasing of plant bu	ldings and facilities			\$	0	□ \$	<u> </u>
	offe	uisition of other businesses (incring that may be used in excha	ge for the assets or securitie	es of another issuer		c	0		30
	-	suant to a merger)							SO
	_	rking capital (lender reserves)				\$ \$			SO
							200,000		
	——	ner (specify): <u>acquisition costs, f</u>	nancing lees and costs, closi		Δ.	Φ	200,000	₩. ¢	3 1,052,000
	Col	umn Totals			\boxtimes	\$	200,000	⊠ \$	3_ <u>9,732,000</u>
	Tot	al Payments Listed (column tot	als added)				⊠ \$ <u>9,9</u>	32,00	<u>0</u>
			D. FEDERAI	L SIGNATURE	-				
foll	owin	ner has duly caused this notice t g signature constitutes an unde of its staff, the information furi	taking by the issuer to furni	ish to the U.S. Securities	s and	Excha	ange Commi	ission, ι	ipon written
Iss	ıer (ı	print or type)	Signature	1			Date		
		rsity Heights College S sitions, LP	tation				Vune	21,	2005
		f Signer (print or type) V. McCarthy	Title of Signer (print or type Co-Manager of Units sole general partner Acquisitions, LP	ersity Heights Co					:, LLC, the
			ATTEN	TION					
Int	ent	ional misstatements or o	nissions of fact constitu	ıte federal criminal	vio	lation	ıs. (See 1	8 U.S.	C. 1001 .)

E. STATE SIGNATURE

1.	Is any party described in 17 CFR 230.252 presently subject to any of the disqualification Yes No provisions of such rule?
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrators of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such time as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
	e issuer has read this information and knows the contents to be true and has duly caused this notice to be signed on its behalf by the dersigned duly authorized persons.
Iss	uer (print or type) Signature Date
	niversity Heights College Station for the Lune 21, 2005

Co-Manager of University Heights College Station Manager, LLC, the

sole general partner of University Heights College Station

Title of Signer (print or type)

Acquisitions, LP

Instruction.

Name of Signer (print or type)

Luke V. McCarthy

Print the name and title of the signing representative under this signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	to non-	d to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount p	4 f investor and urchased in State t C· Item 2)		Disqual under Sta (if yes, explan waiver	ification ate ULOE attach ation of granted -Item 1)
State	Yes	No	\$11,300,000 in Tenant in Common Interests ("Interests")	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	Interests-\$11,300,000						X
AK		X	Interests-\$11,300,000						X
AZ		X	Interests-\$11,300,000	2	\$847,500				X
AR		X	Interests-\$11,300,000						х
CA		X	Interests-\$11,300,000	12	\$5,319,633				Х
СО		X	Interests-\$11,300,000						X
CT		X	Interests-\$11,300,000						X
DE		X	Interests-\$11,300,000						X
DC		X	Interests-\$11,300,000						Х
FL		X	Interests-\$11,300,000						X
GA		X	Interests-\$11,300,000						X
HI		Х	Interests-\$11,300,000						X
ID		X	Interests-\$11,300,000						Х
IL		X	Interests-\$11,300,000						X
IN		X	Interests-\$11,300,000						X
IA		X	Interests-\$11,300,000					<u> </u>	X
KS		X	Interests-\$11,300,000						Х
KY		X	Interests-\$11,300,000						X
LA		X	Interests-\$11,300,000						X
ME		X	Interests-\$11,300,000						X
MD		X	Interests-\$11,300,000						X
MA		X	Interests-\$11,300,000						Х
MI		Х	Interests-\$11,300,000						X
MN		Х	Interests-\$11,300,000						X
MS		Х	Interests-\$11,300,000						Х
МО		Х	Interests-\$11,300,000						Х

APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3	4 Type of investor and amount purchased in State (Part C- Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)	
			Type of security and aggregate offering price offered in state (Part C-Item 1)						
State	Yes	No	\$11,300,000 in Tenant in Common Interests ("Interests")	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT		X	Interests-\$11,300,000						X
NE		X	Interests-\$11,300,000						Х
NV		Х	Interests-\$11,300,000	1	\$226,000				Х
NH		X	Interests-\$11,300,000						Х
NJ		X	Interests-\$11,300,000	1	\$226,000				X
NM		X	Interests-\$11,300,000		-				X
NY									
NC		X	Interests-\$11,300,000						X
ND		X	Interests-\$11,300,000						X
ОН		Х	Interests-\$11,300,000	1	\$904,000				X
OK		X	Interests-\$11,300,000						X
OR		X	Interests-\$11,300,000						X
PA		Х	Interests-\$11,300,000						X
RI	l	Х	Interests-\$11,300,000						X
sc		X	Interests-\$11,300,000						X
SD		X	Interests-\$11,300,000						X
TN		X	Interests-\$11,300,000						X
TX —		X	Interests-\$11,300,000						X
UT		X	Interests-\$11,300,000						Х
VT		Х	Interests-\$11,300,000	1	\$791,000				x
VA		Х	Interests-\$11,300,000						X
WA		Х	Interests-\$11,300,000	2	\$947,803				X
WV		Х	Interests-\$11,300,000						X
WI		X	Interests-\$11,300,000	1	\$412,450				X
WY		Х	Interests-\$11,300,000						X
PR									

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